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- and -

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*Counsel for Wilmington Savings Fund Society, FSB,
as Petition Term Agent and DIP Agent*

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

Chapter 11

CHINOS HOLDINGS, INC. , *et al.*

Case No. 20-32181
(Joint Administration Requested)

Debtors.¹

**ORDER GRANTING MOTION FOR ADMISSION
PRO HAC VICE OF JOHN R. ASHMEAD**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal taxpayer identification number, as applicable, are Chinos Holdings, Inc. (3834); Chinos Intermediate Holdings A, Inc. (3301); Chinos Intermediate, Inc. (3871) Chinos Intermediate Holdings B, Inc. (3244); J. Crew Group, Inc. (4486); J. Crew Operating Corp. (0930); Grace Holmes, Inc. (1409); H.F.D. No. 55, Inc. (9438); J. Crew Inc. (6360); J. Crew International, Inc. (2712); J. Crew Virginia, Inc. (5626); Madewell Inc. (8609); J. Crew Brand Holdings, LLC (7625); J. Crew Brand Intermediate, LLC (3860); J. Crew Brand, LLC (1647); J. Crew Brand Corp. (1616); J. Crew Domestic Brand, LLC (8962); and J. Crew International Brand, LLC (7471). The Debtors' corporate headquarters and service address is 225 Liberty St., New York, NY 10281.

The matter came before the Court upon the Motion for Admission Pro Hac Vice of John R. Ashmead (the “Motion”) filed by Michael E. Hastings (“Movant”), seeking admission *pro hac vice* for John R. Ashmead, of the law firm of Seward & Kissel LLP, in the above-referenced bankruptcy cases (the “Bankruptcy Cases”) pursuant to Local Bankruptcy Rule 2009-1(E). After review of the Motion and statements therein, the Court finds that adequate notice of the Motion has been provided, no other or further notice is necessary or required, and it is appropriate that John R. Ashmead be authorized to practice *pro hac vice* before the Court in these Bankruptcy Cases and any related adversary proceedings, it is hereby

ORDERED as follows:

1. The Motion is hereby GRANTED.

2. John R. Ashmead of the law firm of Seward & Kissel LLP is hereby admitted to appear in these Bankruptcy Cases and any related adversary proceedings *pro hac vice* pursuant to Local Bankruptcy Rule 2090-1(E)(2) on behalf of Wilmington Savings Fund Society, FSB, as the administrative agent and collateral agent under the Prepetition Term Credit Agreement (in such capacity, the (“Prepetition Term Agent”) and the administrative agent and collateral agent under the DIP Credit Agreement (in such capacity, the “DIP Agent”).

I ASK FOR THIS:

May 5 2020

/s/ Michael E. Hastings

Michael E. Hastings (Virginia Bar No. 36090)
WOODS ROGERS PLC
901 East Byrd Street, Suite 1550
Richmond, Virginia 23219
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M: (540) 798-8133
mhastings@woodsrogers.com

/s/ Keith L. Phillips

Entered on Docket: May 5 2020

*Counsel for Wilmington Savings Fund Society, FSB,
as Prepetition Term Agent and DIP Agent*

RULE 9022-1 CERTIFICATION

I hereby certify that the foregoing proposed order has been endorsed by all necessary parties.

/s/ Michael E. Hastings
Counsel for Wilmington Savings Fund Society

In re:
Chinos Holdings, Inc.
Debtor

Case No. 20-32181-KLP
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0422-7

User: cummingsj
Form ID: pdford9

Page 1 of 2
Total Noticed: 1

Date Rcvd: May 05, 2020

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 07, 2020.

NO NOTICES MAILED.

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
smg +E-mail/Text: ustpregion04.rh.ecf@usdoj.gov May 06 2020 04:03:47 UST smg Richmond,
Office of the U. S. Trustee, 701 East Broad St., Suite 4304, Richmond, VA 23219-1849
TOTAL: 1

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: May 07, 2020

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 5, 2020 at the address(es) listed below:

Christopher A. Jones on behalf of Creditor TPG Partners VI, LP cajones@wtplaw.com,
clano@wtplaw.com,jwilson@wtplaw.com
Christopher L. Perkins on behalf of Creditor Westfield, LLC and certain of its affiliates
cperkins@eckertseamans.com
Douglas M. Foley on behalf of Creditor Bank of America, N.A. dfoley@mcguirewoods.com,
mcguire-8660@ecf.pacerpro.com;sbentley@mcguirewoods.com
H. Elizabeth Weller on behalf of Creditor Dallas County Dallas.Bankruptcy@publicans.com
H. Elizabeth Weller on behalf of Creditor Tarrant County Dallas.Bankruptcy@publicans.com
Henry Pollard Long, III on behalf of Debtor Chinos Holdings, Inc. hlong@huntonAK.com,
tcanaa@huntonAK.com
James Scott Krein on behalf of Creditor Amerishop Suburban, L.P. jsk@kreinlaw.com
Jeffrey Kurtzman on behalf of Creditor PREIT Services, LLC, as agent for Cherry Hill Center,
LLC kurtzman@kurtzmansteady.com
Jeffrey Kurtzman on behalf of Creditor PREIT Services, LLC, as agent for WG Park, L.P.
kurtzman@kurtzmansteady.com
Jennifer McLain McLemore on behalf of Creditor Urban Edge Properties, L.P.
jmclemore@williamsmullen.com, avaughn@williamsmullen.com
Jennifer McLain McLemore on behalf of Creditor CenterCal Properties, LLC
jmclemore@williamsmullen.com, avaughn@williamsmullen.com
Jennifer McLain McLemore on behalf of Creditor EDENS jmclemore@williamsmullen.com,
avaughn@williamsmullen.com
Jennifer McLain McLemore on behalf of Creditor Brixmor Operating Partnership LP
jmclemore@williamsmullen.com, avaughn@williamsmullen.com
John P. Fitzgerald, III USTPRegion04.RH.ECF@usdoj.gov
Kristen N. Pate on behalf of Creditor Brookfield Property REIT, Inc.
bk@brookfieldpropertiesretail.com
Lawrence Allen Katz on behalf of Creditor Washington Prime Group Inc. lkatz@hirschlerlaw.com,
lrodriguez@hirschlerlaw.com
Lynn L. Tavenner on behalf of Creditor Ad Hoc Committee ltavenner@tb-lawfirm.com,
sdigiorgio@tb-lawfirm.com;lnelson@tb-lawfirm.com;pberan@tb-lawfirm.com;dtabakin@tb-lawfirm.com
Michael D. Mueller on behalf of Creditor Northwood PL A, L.P. mmueller@williamsmullen.com,
avaughn@williamsmullen.com;beastham@williamsmullen.com
Michael E. Hastings on behalf of Creditor WILMINGTON SAVINGS FUND SOCIETY, FSB
mhastings@woodsrogers.com, clichtenstein@woodsrogers.com
Nathan Kramer on behalf of Debtor Chinos Holdings, Inc. nkramer@huntonAK.com,
tcanaa@huntonak.com
Owen M. Sonik on behalf of Creditor Spring Branch Independent School District
osonik@pbfc.com, tpope@pbfc.com;osonik@ecf.inforuptcy.com;mvaldez@pbfc.com
Owen M. Sonik on behalf of Creditor City of Houston osonik@pbfc.com,
tpope@pbfc.com;osonik@ecf.inforuptcy.com;mvaldez@pbfc.com

District/off: 0422-7

User: cummingsj
Form ID: pdford9

Page 2 of 2
Total Noticed: 1

Date Rcvd: May 05, 2020

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email)
system (continued)

Paula S. Beran on behalf of Creditor Ad Hoc Committee pberan@tb-lawfirm.com,
ltavenner@tb-lawfirm.com;sdigiorgio@tb-lawfirm.com;lnelson@tb-lawfirm.com;dtabakin@tb-lawfirm.com
Ronald M. Tucker on behalf of Creditor Simon Property Group, Inc. rtucker@simon.com,
bankruptcy@simon.com
Sarah Beckett Boehm on behalf of Creditor Bank of America, N.A. sboehm@mcguirewoods.com
Stephen A. Metz on behalf of Creditor Thruway Shopping Center LLC smetz@offitkurman.com,
mmargulies@offitkurman.com
Stephen A. Metz on behalf of Creditor Simon Property Group, Inc. smetz@offitkurman.com,
mmargulies@offitkurman.com
Tyler P. Brown on behalf of Debtor Chinos Holdings, Inc. tpbrown@huntonak.com,
tcanada@huntonak.com

TOTAL: 28